

EXHIBIT D

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April 22, 2003

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Robert A. Gaumont, Esquire
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Baltimore, Maryland 21209


Re: Xerox v. Phoenix Color, et al
Civil Action No.: WDQ 02 CV 1734

Dear Mr. Gaumont,

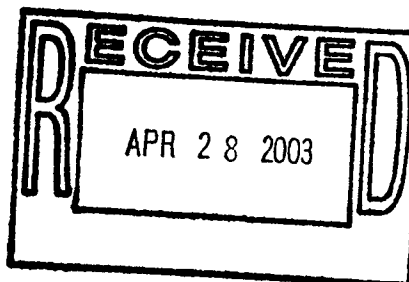
Enclosed, please find supplemental discovery documents that I received from Xerox Corporation. The document corresponds to Document Request 17, and your request during Ms. Gianola's deposition. Please contact me if you have any questions or concerns.

Very truly yours,

WEINSTOCK, FRIEDMAN
& FRIEDMAN, P.A.


Rosemary E. Allulis

Enclosure



The cover features a large, stylized 'X' graphic in the background, composed of thick black and grey diagonal bands. The title is presented in four stacked black rectangular boxes with white text. The phrase 'deliver the Promise' is written in a script font on the right side. The overall design is modern and professional.

USCO

Contract

Simplification

Learner Guide

*deliver
the
Promise*

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Name _____ Phone _____

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Sale / Maintenance Agreement Highlights**Customer Information**

- Be sure to use customer's legal name on line 1.
- **TAX ID** - new field.
 - Required on all commercial financed transactions.
 - Eliminates the need for UCC forms.
 - Not the same as the sales tax exempt certificate number.
 - Get this information from the customer's controller, VP of Finance, or Accounts Payable contact.

Replacement / Modification of Prior Xerox Agreement

- New section - used to change an agreement a customer already has with Xerox.
- Use **MODIFICATION** for:
 - Add-on Accessories
 - Upgrades
 - Contract Extensions
 - Price Plan Changes
- Use **REPLACEMENT** for:
 - Contract Substitutions
 - OTP Transactions

Maintenance Price Information & Adjustment Period

- New sections.
- Use them to describe Monthly Base Charge and Print Charges for any maintenance plan

Customer Signature and Order Submission Requirements

Since the new agreements are no longer a "one-write" NCR form, there are some changes to the Customer Signature and Order Submission requirements:

AN ORIGINAL INK SIGNATURE IS REQUIRED ON ALL ORDER DOCUMENTS SUBMITTED FOR PROCESSING.

There are two ways to do this:

1. COPY IN ADVANCE METHOD:

Before leaving the office:

- Fill out as much of the order as possible;
- Make a copy of the cover sheet;

At the customer site:

- Fill in the rest of the order on **both** the copy and the original;
- Have the customer sign both the copy and the original in **ink**.

2. COPY AT THE CUSTOMER SITE METHOD:

At the customer site:

- Fill out the entire order **except** for the signature
- Make a copy
- Have the customer sign both the original and the copy in **ink**.

Whichever method you use, be sure to:

- Leave the signed original, with terms and conditions attached with the customer;

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Lease Agreement Highlights

Lease Information Section

- Use it to indicate term of the agreement.
- Interest Rate fields apply only to State or Local Government Customers or to Refinance transactions where disclosure is required.

Payment Information Section

- Purchase Option - write in fixed purchase option amount or FMV for Fair Market Value transactions.

Price Information Section

- Reflects amounts for the Lease payment and the maintenance component.
- Monthly Base Charge and Monthly Minimum Lease Payment are always the same unless it is a separately billed Cost Per Copy, with an Average Monthly Print Volume (AMPV) greater than zero.

Adjustment Period Section

- This section is used for Warranty Buyouts or Prepaid Months on the Lease Agreement.

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Lease Agreement

LEASE AGREEMENT

THE DOCUMENT COMPANY
XEROX

Customer's Legal Name (Bill to) _____
 Name Overflow (if needed) _____
 Street Address _____
 Box#/Routing _____
 City, State _____
 Zip Code _____
 Tax ID# _____
 Customer Name (Install) _____
 Name Overflow (if needed) _____
 Installed at Street Address _____
 Floor/Room/Routing _____
 City, State _____
 Zip Code _____
 County Installed In _____
 Customer Requested Install Date ____/____/____

Check all that apply

- ☐ Tax Exempt (Certificate Attached)
☐ Assoc./Coop. Name _____
☐ Negotiated Contract # _____
☐ Attached Customer P.O. #s: _____ Supplies: _____
 Lease: _____
☐ State or Local Government Customer
 Int. Rate: ____% Total Int. Payable: \$ _____
☐ Replacement/Modification of Prior Xerox Agreement
 Agreement covering Xerox Equipment Serial# (or 95#) _____
 is hereby ☐ modified. ☐ replaced. Effective Date: ____/____/____
 Comments _____

Lease Information

Lease Term: _____ months
☐ Supplies included in Base/Print Charges
☐ Refin. of Prior Agmt.: ☐ Xerox (95# _____) ☐ 3rd Party Eq.
 Amt Refin: \$ _____ Int Rate: ____% Total Int. Payable: \$ _____

Lease Payment Information

Product (with serial number, if in place equipment)	Purchase Option	Down Payment	Prev Install	Fin'l Intern	Cust Install
_____	\$ _____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	\$ _____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	\$ _____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	\$ _____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	\$ _____	\$ _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\$ _____ : MINIMUM MONTHLY LEASE PAYMENT (excl. of applic. taxes)

Price Information

☐ Adjustment Period

Monthly Base Charge	\$ _____
Print Charge Meter 1:	\$ _____
Prints 1 - _____	\$ _____
Prints _____ - _____	\$ _____
Prints _____ - _____	\$ _____
Print Charge Meter 2:	\$ _____
Prints 1 - _____	\$ _____
Prints _____ - _____	\$ _____

Mo. Min.# of Prints
(based on Meter 1 Print Charges) _____

Period A - Mos. Affected: _____	\$ _____
Monthly Base Charge	\$ _____
Print Charge Meter 1:	\$ _____
Prints 1 - _____	\$ _____
Prints _____ - _____	\$ _____
Prints _____ - _____	\$ _____
Print Charge Meter 2:	\$ _____
Prints 1 - _____	\$ _____
Prints _____ - _____	\$ _____

Mo. Min.# of Prints
(based on Meter 1 Print Charges) _____

Period B - Mos. Affected: _____	\$ _____
Monthly Base Charge	\$ _____
Print Charge Meter 1:	\$ _____
Prints 1 - _____	\$ _____
Prints _____ - _____	\$ _____
Prints _____ - _____	\$ _____
Print Charge Meter 2:	\$ _____
Prints 1 - _____	\$ _____
Prints _____ - _____	\$ _____

Mo. Min.# of Prints
(based on Meter 1 Print Charges) _____☐ Purchased Supplies ☐ Cash ☐ Financed ☐ Contract#

Reorder #	Qty	Description	Price
_____	_____	_____	\$ _____
_____	_____	_____	\$ _____
_____	_____	_____	\$ _____
_____	_____	_____	\$ _____
Total Price =			\$ _____

☐ Trade-In Allowance Final Principal Payment#

Manufacturer	Model/Serial #	Allowance
_____	_____	\$ _____
_____	_____	\$ _____
_____	_____	\$ _____
Total Allowance =		\$ _____

☐ Application Software

Software Title	Initial License Fee	Annual Renewal Fee
_____	<input type="checkbox"/> Cash <input type="checkbox"/> Finance	<input type="checkbox"/> Support Only
_____	\$ _____	\$ _____
_____	\$ _____	\$ _____
_____	\$ _____	\$ _____
Total Initial License Fees =		\$ _____

☐ K-16 Billing
Suspension

(check 1 as required)
 Months affected
☐ June only
☐ July only
☐ August only

Additional Options (check all that apply)

- ☐ Run Length Plan ☐ Fixed Price Plan
☐ Per-Foot Pricing
☐ Extended Service Hours:
 Description: _____ / \$ _____ mo.
☐ Comp. Replacement Program \$ _____
☐ Attached Addenda

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Example # 1 - Lease Agreement (Loudoun, Inc.)

Video Watch the video segment for Example # 1. When finished, **STOP** the tape to review the information here more closely.

Customer Information Summary

- The customer, Loudoun Inc. wants to lease a 5365FIN
- The lease term is 60 months
- The Purchase Option Amount is \$3,000
- Sue Sickie is the President of the company
- The customer's name and address is as follows:
 - Loudoun, Inc.
 - 150 South Avenue
 - Chicago, IL - 60016
 - County: Cook
- The customer's Federal Tax ID # is: 001-20113-13
- The Customer Requested Install Date is: 2/15/97
- Per print charge is \$0.0102 (from the Price List)
- The Minimum Monthly Lease payment is \$1,078.15 (from Sale Range)

☐ Attached Addenda
form# () form#

ISRP3107		Sale Range Order Proposal Finance Screen		01/21/97 14:12	
WORKSHEET: 638015		UNIT: 1	of 1	Qty 1	Description 5365 - Loudoun Inc.

BILL CD/MT: 5199 / 1	Total Rem Bal	0	CPC Ind N
FMV IND (Y/N): N	REF? (Y/N): N	RATE: 0.00	<u>Product 5365FIN</u>
STANDARD RATE: 15.00	Unit Fin Amt	36,790	FMS Comm Rev 36,790
QUOTED RATE: 15.00	DOWNPAYMENT: 0		***** Order Totals *****
TERM (IN MTHS): <u>60</u>	CUSTOMER ED: 0		* Target Rev 28,525
PREPAID MTHS: 0	CONSULTING SVC: 0		* S/Rep Floor 27,115
SLS TAX RATE: 0.000	SUPLY FIN AMT: 0		* Manager Flr 25,400
**** Term Lease ****	EXTRA FIN AMT: 0		* Abv Rep Flr 9,675
PURCH OPT AMT: <u>3,000</u>	Total Fin Amt	36,790	* Tot Revenue 53,059
UPLIFT RATE: 2.00	Equip Mthly Pmt	1,078.15	* Prc Achvmt 14,180
SERVICE AMT: 220	Refin Mthly Pmt	0.00	* Sale Qtd Pr 36,790
FLTRT WAR MTHS: 0	<u>Unit Mthly Pmt</u>	<u>1,078.15</u>	* Subtot Inv 36,790
Fltrt War Amt 0			* Tot Mon Pmt 1,078.15

***** Unit Totals *****	Eq	Comm	Prc
List Pric Above Flr Adtl	Warr	Finance	Trade
36,790 9,675	0	0	0
Promo Avail/Used	0 / 0		

NEXT SCREEN: EQUIPMENT	Cash	Other
F01=Help F04=Prompt	0	0

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Example # 3 - Multiple Unit Cash Sale with Supplies & Maintenance Agreement (DiFiore Construction)

Video Watch the video segment for Example # 3. When finished, **STOP** the tape to review the information here more closely.

Customer Account Information

- The customer's name and address is;
 - DiFiore Construction
 - 155 Pool Avenue
 - Lincoln, NE - 78110
 - County: Lurell
- They want to Purchase two Cash Sale Units with Supplies included in the Base / Print Charges of their maintenance agreements.
- The customer is purchasing the following equipment:

Unit	Maintenance Option	CRID
5328ZTAST	<ul style="list-style-type: none"> • 36 Month Warranty • Supplies Included 	1/4/97
5365FIN	<ul style="list-style-type: none"> • 3 Month Warranty • Supplies Included • 48 month FSMA 	10/13/96

SALE / MAINTENANCE ADDENDUM (Additional Products)				THE DOCUMENT COMPANY XEROX					
Customer's Legal Name (841b) <u>DiFiore Construction</u>				Check all that apply					
Name Overflow (if needed) _____				<input type="checkbox"/> Attached Customer P.O. #s: _____ Supplies: _____					
Date of Customer Signature on Attached Agreement <u>9/30/96</u>				Sale: _____ Maint.: _____					
Customer Name (Install) _____				<input type="checkbox"/> Replacement/Modification of Prior Xerox Agreement					
Name Overflow (if needed) _____				Agreement covering Xerox Equipment Serial# (or 95#) _____					
Installed at Street Address <u>SAME</u>				is hereby <input type="checkbox"/> modified <input type="checkbox"/> replaced. Effective Date: _____					
Floor/Room/Routing _____				Comments _____					
City, State _____				<input type="checkbox"/> Installment Sales Information Total Est.					
Zip Code _____				Install. Sale Term: _____ mo. Int. Rate _____ % Payable \$: _____					
Country Installed In _____				<input type="checkbox"/> Prepaid Invoice: _____ months					
Customer Requested Install Date <u>10/13/96</u>				<input type="checkbox"/> Refin. of Prior Agrmt: <input type="checkbox"/> Xerox (95# _____) <input type="checkbox"/> 3rd Party Eq.					
				Amt Refin: \$ _____ Int Rate: _____ % Total Int Payable: \$ _____					
				<input checked="" type="checkbox"/> Maintenance Information					
				Maintenance Term: <u>48</u> months					
				<input checked="" type="checkbox"/> Supplies included in Base/Print Charges					
Cash Sale/Installment Sale - Payment Information									
Product (with serial number, if in place equipment)	Qty	Prev Install	Fin'l Interm	Cust Install	Warr # mo	List Price (Total)	Down Payment	Total Discount (Inc. Trade-In)	Net Price (Total)
<u>5365FIN</u>	<u>1</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<u>3</u>	<u>\$36,790</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$36,790</u>
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		\$	\$	\$	\$
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		\$	\$	\$	\$
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		\$	\$	\$	\$
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		\$	\$	\$	\$
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		\$	\$	\$	\$
\$ _____ MONTHLY INSTALLMENT SALE PAYMENT (excl. of applic. taxes)									
Maintenance Agreement Price Information						<input checked="" type="checkbox"/> Adjustment Period (Maintenance Agreement Only)			
Period A - Mos. Affected: <u>1</u> - <u>3</u>						Period B - Mos. Affected: _____			
Monthly Base Charge		<u>\$384.00</u>				Monthly Base Charge		\$	
Print Charge Meter 1:		_____				Print Charge Meter 1:		_____	
Prints <u>1 - 10,000</u>		<u>\$ 0</u>				Prints 1 -		\$	
Prints <u>10,001 - ∞</u>		<u>\$0158</u>				Prints -		\$	
Prints -		\$				Prints -		\$	
Print Charge Meter 2:		_____				Print Charge Meter 2:		_____	
Prints 1 -		\$				Prints 1 -		\$	
Prints -		\$				Prints -		\$	
Mo. Min.# of Prints (based on Meter 1 Print Charges) <u>10,000</u>						Mo. Min.# of Prints (based on Meter 1 Print Charges) <u>10,000</u>			
<input type="checkbox"/> Purchased Supplies <input type="checkbox"/> Cash <input type="checkbox"/> Financed <input type="checkbox"/> Contract#						<input type="checkbox"/> Application Software			
Reorder #	Qty	Description	Price		Software Title				
			\$		Initial License Fee <input type="checkbox"/> Cash <input type="checkbox"/> Finance <input type="checkbox"/> S:port Only				
			\$						
			\$						
			\$						
Total Price =			\$		Total Initial License Fees = \$				
<input type="checkbox"/> Trade-In Allowance Final Principal Payment#						<input type="checkbox"/> K-16 Billing			
Manufacturer		Model/Serial #		Allowance		Suspension			
				\$		(check 1 as required)			
				\$		Months affected			
				\$		<input type="checkbox"/> June only			
				\$		<input type="checkbox"/> July only			
				\$		<input type="checkbox"/> August only			
				\$		<input type="checkbox"/> June - July			
Total Allowance =				\$		Additional Options (check 2 that apply)			
Total Allowance Applied to: <input type="checkbox"/> Trade-In Equipment Balance \$						<input type="checkbox"/> Run Length Plan <input type="checkbox"/> Fixed Price Plan			
						<input type="checkbox"/> Per-Foot Pricing <input type="checkbox"/> Actual Charge Plan			
						<input type="checkbox"/> Extended Service Hours:			

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Sale Range Unit Summary Screen - Example # 3 - Unit 1 - DiFiore Construction

ISRP3203 NP Order Proposal Worksheet				Contract Unit Summary 01/15/97 12:59	
WORKSHEET: 51753 UNIT: 1 of 2				Bill Cd/Mt 5195 / 1 Unit Status OARDY	
Contract ID 0709364 02 Type BPA Cust COMMERCIAL TRANSACTION CONTRACT					
Tran Type SNB Order Date 09/30/96 Dist Rep 80243C Prod 5328ZTAST Qty 1					
Contract Balance				0	Contract Price 9,815
Std/Qtd Amt 0 /				0	Flexibility Cost 0
Buyout Value				0	(Cash Discount) 0
Contr Warr 0 Addl 0 Total 36				0	Sales Quoted Price 9,815
Addtl Warranty Value				0	(Net Trade-In) 0
Other				0	(Credit Usage) 0
Purch Opt Amt				0	(Invoice Award Amt) 0
Finance Rate Reduction				0	Subtotal Invoice 9,815
Pre Paid Months Amt				0	Financed Amount 0
Order Credit Earned				0	Std/Qtd Rate 0.00 / 0.00 Term 36
Target Revenue 8,485				0	Fin Monthly Payment Amount 0.00
Sales Rep Floor 8,025				0	CPC Monthly Payment Amount 40.60
Manager Floor 7,210				10,665	Total Revenue 10,665
Eq Comm Floor 6,435				10,665	Eq Comm Prc 10,665 FSMA 0
Above Rep Floor 1,790				0	Finance 0 FMS 0
Floor Compare Amount 9,815				3,380	Price Achievement 3,380
Allocated Ach Price 9,815				850	Rem Bal 0 CPC BSO Amt 850
NEXT SCREEN:				9,815	Eq Achieved Price 9,815
F01=Help F04=Prompt F05=Clear F06=Menu F09=Show F17=Next Scrn					
Information was found for the selected criteria and is being displayed.					

Sale Range Unit Summary Screen - Example # 3 - Unit 2 - DiFiore Construction

ISRP3203 NP Order Proposal Worksheet				Contract Unit Summary 01/15/97 13:01	
WORKSHEET: 51753 UNIT: 2 of 2				Bill Cd/Mt 5195 / 1 Unit Status OARDY	
Contract ID 0709364 02 Type BPA Cust COMMERCIAL TRANSACTION CONTRACT					
Tran Type SNB Order Date 09/30/96 Dist Rep 80243C Prod 5365FIN Qty 1					
Contract Balance				0	Contract Price 36,790
Std/Qtd Amt 0 /				0	Flexibility Cost 0
Buyout Value				0	(Cash Discount) 0
Contr Warr 0 Addl 0 Total 3				0	Sales Quoted Price 36,790
Addtl Warranty Value				0	(Net Trade-In) 0
Other				0	(Credit Usage) 0
Purch Opt Amt				0	(Invoice Award Amt) 0
Finance Rate Reduction				0	Subtotal Invoice 36,790
Pre Paid Months Amt				0	Financed Amount 0
Order Credit Earned				0	Std/Qtd Rate 0.00 / 0.00 Term 48
Target Revenue 28,525				0	Fin Monthly Payment Amount 0.00
Sales Rep Floor 27,115				384.00	CPC Monthly Payment Amount 384.00
Manager Floor 25,400				37,390	Total Revenue 37,390
Eq Comm Floor 22,610				37,390	Eq Comm Prc 37,390 FSMA 0
Above Rep Floor 9,675				0	Finance 0 FMS 0
Floor Compare Amount 36,790				14,290	Price Achievement 14,290